

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200

Lake Oswego Oregon 97035

503 684 7000 Fax 503 684 7553

RECORDATION NO.

24718

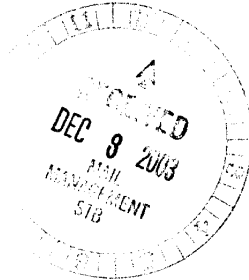
FILED

December 5, 2003

DEC 08 '03

1-06 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Rider No. 1 dated as of September 15, 2003, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Potlatch Corporation  
801 Mill Road  
Lewiston, ID 83501

A description of the railroad equipment covered by the enclosed document is:

Twenty-five (25) 73-foot, 110-ton, 286,000 lb. GRL, riserless deck centerbeam flatcars with fabricated top chords marked and numbered AOK 27850 through AOK 27874, inclusive.

Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

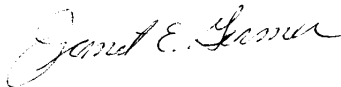
Mr. Vernon A. Williams  
December 5, 2003  
Page 2

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Rider No. 1 dated as of  
September 15, 2003 between Greenbrier Leasing Corporation, Lessor,  
and Potlatch Corporation, Lessee.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Germer".

Janet E. Germer  
Executive Assistant

JEG  
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 24718 FILED

DEC 08 '03 1-06 PM

SURFACE TRANSPORTATION BOARD

---

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

POTLATCH CORPORATION ("LESSEE")

SEPTEMBER 15, 2003

RIDER NO. 1

DATED SEPTEMBER 15, 2003

---

Memorandum of a Lease Agreement and Rider No. 1 thereto, made and entered into as of September 15, 2003 by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor"), and Potlatch Corporation a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor twenty-five (25) 73-foot, 110-ton, 286,000 lb. GRL, riserless deck centerbeam flatcars with fabricated top chords marked and numbered AOK 27850 through AOK 27874, inclusive.
2. Rider No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in the Lease Agreement and Rider No. 1.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:  
GREENBRIER LEASING CORPORATION

LESSEE:  
POTLATCH CORPORATION

BY: Norris M. Webb

BY: Richard K. Kelly

NAME: 12/4/03 NORRIS M. WEBB

NAME: Richard K. Kelly

TITLE: Executive Vice President

TITLE: Vice President Wood Products Division

DATE: \_\_\_\_\_

DATE: 11/20/03

STATE OF OREGON

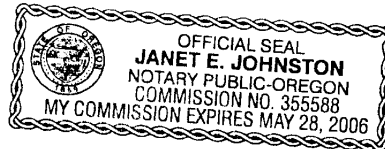
COUNTY OF CLACKAMAS

)  
) ss.  
)

On this 4<sup>th</sup> day of December, 2003, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Johnston  
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF Idaho )  
COUNTY OF Nez Perce ) ss.  
)

On this 20<sup>th</sup> day of November, 2003, before me personally appeared Richard K. Kelly, to me personally known, who being by me duly sworn, says that s/he is the VP of Wood Products of Potlatch Corporation that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Carol Thompson  
NOTARY PUBLIC

My commission expires: 8/12/05

G:\WORD\LEASE\2003\POTLATCH CAR HIRE LEASE OF 25 CENTERBEAMS 09150312.doc

